



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

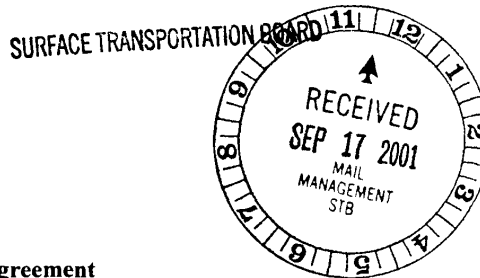
RECORDATION NO. 21703-A FILED

SEP 18 '01 19:40 AM

VIA UPS NEXT DAY AIR

September 14, 2001

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated December 7, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 21703.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canada Malting
c/o Conagra, Inc.
One Conagra Drive
Omaha, NE 68102

A description of the railroad equipment covered by the enclosed document is twenty-five (25) 5150 cubic foot covered hopper cars, with car numbers FURX 849970-849999, non-inclusive.


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Canada Malting, Lessee, covering 25 5150 cubic foot covered hopper cars, with car numbers FURX 849970-849999, non-inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(CONA026)

ASSGN. NO. CONA026

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 7th day of December, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canada Malting, Ltd. ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 6 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 14, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K. A. DMBROWSKI

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Title: DIRECTOR OF DOCUMENTATION Executed on this 7th day of December, 2000.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

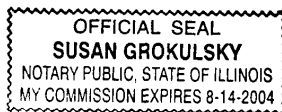
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of December, 2000.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 21703-A FILED

SEP 18 '01 1 9-40 AM

SURFACE TRANSPORTATION BOARD

LESSEE: CANADA MALTING, LTD.

By: [Signature]

Name: BRENT AITHELL

Title: DIRECTOR, GRAIN OPERATIONS + TRANSPORTATION

ATTEST:

By: [Signature]

Name: [Signature]

Title: Director-Rail Assets Executed on this 22 day of Jan, 2000. 01

[CORPORATE SEAL]

STATE OF WASHINGTON

COUNTY OF CLARK

I, CONSTANCE A. JONES, a Notary Public of the County and State aforesaid, certify that BRENT AITHELL personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 9th day of January, 2000.

[Signature]
Notary Public

Commission Expires

(Notary Public)

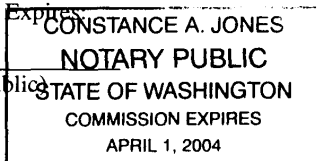


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-five (25)

DESCRIPTION OF CARS: 5150 cubic foot covered hoppers, 286,000 pound capacity, Miner GraVac gravity/pneumatic 30" x 30" gates, new food grade protective interior coating, vibrator brackets, and hatch in hatch trough hatches

CAR NUMBERS:

FURX	849970
FURX	849971
FURX	849974
FURX	849982
FURX	849990
FURX	849992
FURX	849995
FURX	849969
FURX	849972
FURX	849976
FURX	849977
FURX	849979
FURX	849980
FURX	849981
FURX	849983
FURX	849986
FURX	849988
FURX	849989
FURX	849991
FURX	849993
FURX	849994
FURX	849996
FURX	849997
FURX	849998
FURX	849999

Count: 25